

EXHIBIT 1

DECLARATION OF KULDARSHAN S. PADDA

I, Kuldarshan S. Padda, do hereby declare the following:

1. I am providing this declaration based upon my personal knowledge and in support of a motion to dismiss filed in the matter styled Marcus Turner v. Harvard Medtech of Nevada LLC, et. al., Case No. 1:22-cv-0083-RP (W.D. Tex.) which is pending before this Court. I am competent to testify to the matters set forth herein if called upon to do so.

2. I am the Managing Director of Harvard Medtech of Nevada, LLC. I can testify that Marcus Turner was never an employee of Harvard Medtech of Nevada, LLC. Instead, he was an employee of Advanstaff, Inc. (doing business as "Peoplesystems"). Harvard Medtech, LLC (a separate and distinct company from Harvard Medtech of Nevada, LLC) paid Advanstaff for Mr. Turner's services. Harvard Medtech, LLC is also, like Harvard Medtech of Nevada, LLC, a Nevada limited liability company. I am a resident and citizen of Nevada.

3. Neither Harvard Medtech, LLC nor Harvard Medtech of Nevada, LLC have engaged in any activities in Texas relevant to the claims set forth in Mr. Turner's Complaint. Instead, Mr. Turner would travel to Las Vegas, Nevada during a portion of his time working for Advantstaff, Inc. to meet with myself and other employees in Las Vegas. I can further testify that I have never travelled to Texas to meet with Mr. Turner and that I have not had systematic, continuous contacts with Texas as alleged in the Complaint.

4. I have reviewed Mr. Turner's Complaint filed in this matter and can further testify that his claim that he was fired from employment is incorrect. The truth is that Mr. Turner notified me during an in-person meeting held in Las Vegas on or about August 24, 2021 that he was resigning employment. Following this meeting, Mr. Turner sent me an email on September

2, 2021 confirming this fact: “As you know, I resigned on 8/24.” The document in this Appendix bates numbered 8 is a true and correct copy of the email that Mr. Turner sent me.

5. Upon receipt of Mr. Turner’s email, my office sent him a letter on or about September 17, 2021 memorializing his resignation. The document bates numbered 9 and included in this Appendix is a true and correct copy of the letter that was sent to Mr. Turner. The letter was sent via express mail and the “tracking history” from the United States Postal Service’s website reflects that Mr. Turner received this letter on September 20, 2021. *See* bates #10 and #11.

6. By letter dated October 1, 2021 I was notified by Mr. Turner’s counsel that my office should preserve various types of evidence located in Las Vegas, Nevada. The document bates numbered 12 is a true and correct copy of the letter I received from Mr. Turner’s counsel.

7. At or around the time I received Mr. Turner’s counsel’s October 1, 2021 letter, I became aware that Mr. Turner had also filed for unemployment benefits with the Texas Workforce Commission (“TWC”). It was my understanding at the time that Advanstaff intended to contest Mr. Turner’s receipt of unemployment benefits given his resignation from employment. To that end, I was surprised to learn from some of the paperwork filed by Mr. Turner with TWC that he was claiming he was fired from employment rather than voluntarily quit. This claim stands in direct contradiction to my personal interactions and discussions with Mr. Turner on August 24, 2021 in Las Vegas. The documents bates numbered 4 through 7 (but slightly redacted to protect personal identifying and sensitive information) are true and correct copies of documents I was provided related to Mr. Turner’s application for unemployment benefits.

8. A hearing before the TWC was held on February 8, 2022. Mr. Turner did not appear or otherwise testify in that proceeding to determine his eligibility for unemployment benefits. I testified in that proceeding.

9. After Mr. Turner notified me on or about August 24, 2021 that he was quitting employment, I discussed the matter with a few employees in my Las Vegas office. All of those employees work in my Las Vegas office and are located in Nevada.

10. I wish to notify the Court that having to defend this case in Texas will be very burdensome for me and my company, including non-party witnesses (e.g. other employees).

I declare, under penalty of perjury, that the foregoing is true and correct.



Kuldarshan S. Padda

Dated: February 22, 2022

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Texas Workforce Commission Notice of Telephone Hearing

Case/Appeal No: 3070477 Proceeding: 1 Hearing: 2 Date Mailed: JANUARY 24, 2022

Claimant: SSN: XXX-XX-XXXX
MARCUS C TURNER
7209 DAVENPORT DIVIDE ROAD
AUSTIN TX 78738

Employer: PI Account: 12-888441-6
ADVANSTAFF INC
% NATIONAL EMPLOYERS COUNCIL
DBA PEOPLESYSTEMS
PO BOX 4816
SYRACUSE NY 13221-4816

Hearing Date:
TUESDAY, FEBRUARY 8, 2022

Hearing Start Time:

2:30 PM

Central Standard Time

Register at texasworkforce.org/hearing
or by calling **1-800-252-3749** between
2:00 PM and 2:30 PM for your hearing.

Hearing Officer:
J. MCKENZIE

SS# 541-02-7764
ER# 128884416
Self-TH

Note: If you live in or near El Paso, the
hearing time will be one hour earlier than
shown above.

What You Must Do:

- **Send documents before the hearing.** If any documents you feel are important to your case are not included in this hearing packet, immediately fax or mail copies of the documents to the **hearing officer and the other party**. Documents should be received at least two working days prior to the scheduled hearing. Provide the Appeal number, the claimant's name, and the last four numbers of the claimant's Social Security number.
- **Register for your hearing.** This hearing will be held by telephone conference call. On the hearing date, **register online at texasworkforce.org/hearing or call (800) 252-3749 within the 30 minutes before the hearing start time.** Give the operator the phone number where you can be reached for the hearing. If you call from a pay phone, be sure it can receive incoming calls.

Please review the hearing packet and have it available at the hearing.

The hearing may be your only chance to tell what happened, present your documents, and ask questions of the witnesses. If you do not register online at texasworkforce.org/hearing or call (800) 252-3749 within the 30 minutes before the hearing start time, you may not be allowed to participate in the hearing. You will not have another opportunity to offer testimony unless you can establish good cause for why you did not call in as instructed. Employers who are not parties of interest (indicated above as NPI) do not have the right to request a new hearing, nor to appeal.

Visit texasworkforce.org/appeals or texasworkforce.org/appealsemployers for more information on the appeal and hearing process.

Appeal filed by: Employer
Appeal Date: 10/27/2021
Initial Claim Date: 09/19/2021
Determination Date(s): 10/15/2021

J. MCKENZIE, Hearing Officer
Texas Workforce Commission
101 E.15th St.Rm.410
Austin,Tx 78778
Hearing Officer (281) 983-2643
Fax No. (972) 522-7698

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Benefits Non-Monetary Determinations
Fact Finding

SSN: XXX-XX- MARCUS C TURNER Case Nbr: 1
Issue Nbr: 1 Type: FIRED Reason: FIRED-INTAKE-INTERNET
Stmt Nbr: 1 of: 4 Stmt of: Claimant Taken: 09-24-2021 05:23:03 PM

Name: Title:
Phone Stmt: N Claim ID: 2021-09-19 Claim Dt: 09-19-2021 Rebuttal: Footnote: N

What was the reason your employer gave you when you were fired?

The employer is fraudulently stating that I quit, but I was terminated without notice or even a valid employment contract other than verbal

Name of the person who told you that you were fired: Shan Padda

Title of the person who told you that you were fired: CEO

Did something specific happen that caused you to be fired? _ N

Explanation: I assume if it was for cause, that would have been stated. The termination letter fraudulently claimed that I quit. No such thing happened.

Did you have any warnings related to the reason you were given for being fired? _ Y

Explanation: The CEO is a fraud and liar and I told him in July that we would need to close by the end of the year. He owes SUBSTANCIAL back pay and is simply trying to get out of it.

Did you do what you were warned about? _ N

Explanation: Stated that I resigned and is NOT TRUE written or verbal. I obviously would have sent a resignation letter if I had any intention of resigning which would have cost me over >\$100k in cash and equity. I was trying to work through this and the CEO was supposed to come up with a package per our verbal employment agreement.

END

*** No footnote entered ***

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Benefits Non-Monetary Determinations
Fact Finding

SSN: XXX-XX- MARCUS C TURNER Case Nbr: 1
Issue Nbr: 1 Type: QUIT Reason: FAILED TO REPORT FOR FURTHER ASSIGNMENT
Stmt Nbr: 2 of: 4 Stmt of: Claimant Taken: 10-09-2021 09:45:53 AM

Name: MARCUS C TURNER Title:
Phone Stmt: Y Claim ID: 2021-09-19 Claim Dt: 09-19-2021 Rebuttal: N Footnote: N

Why leave last job? FIRED FROM ASSIGNMENT


If working for a professional employer organization (staff leasing agency): When you completed your assignment, did the professional employer organization or the client company where you were assigned provide you written notice and written instruction advising you to report back to the professional employer organization for further assignment? N

Told that failure to report for further assignment could jeopardize rights to unemployment benefits? N

005

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Employer Response to Notice of Application for UI Benefits

SSN: XXX-XX- **MARCUS C TURNER**
 Claim Date: **09-10-2021** Claim Type: **IC** PGM: **REG** Claim ID: **2021-09-19**

Employer: **12-888441-6 ADVANSTAFF INC**
 Correct Last Employer: **Y**
 Monetarily Eligible: **Y**
 Source: **SIDES**

Notice Sent: **09-27-2021**
 Due: **10-12-2021**
 Claimant Separation Reason: **FIRE**

Responded: **10-07-2021**
 Response Type: **SIDES** Confirmation #:
 Employer Separation Reason: **QUIT**
 TWC Action: **ROUTE ONLY**
 Current Investigator: **NAKITA KNOX**

Employment Information

Date Range Worked: **12-21-2020** Thru **09-16-2021**
 Gross Wages Earned:

Wages In Lieu Of Notice:	N	Paid Thru:
On Temporary Layoff:	N	Recall Date:
Paid Vacation Days:	N	Paid Thru:

Responder's Name:		TWC Account:	128884416
Responder's Title:	Client Speciali	Phone:	
Contact Person:	Lynne Elmer	Phone:	(315)471-2627 x193

Additional Information Regarding Separation

----- Inadequate Untimely Employer Response -----

Employer Name: **ADVANSTAFF INC**
 Employer ID: **12-888441-6**
 Late or Inadequate Response Total: **0**

SIDES RESPONSE DETAILS

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Received 10/27/2021 10:07:54 AM [Central Daylight Time] in 02-33 on line (7) for: Appeals Tribunal - Pg 1 / 4 P. 1

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PeopleSystems



PEOPLESYSTEMS, INC.

October 27, 2021

**Appeal Tribunal
Texas Workforce Commission
101 E 15th St
Austin, TX 78778-0002**

Reference#: 211027.337.1444
Claimant: Marcus C. Turner
SSN#: [REDACTED]
Employer: Advanstaff, Inc.
ER#: 128884416

To Whom It May Concern:

This is to advise you that we are writing on behalf of Advanstaff, Inc., ER # 128884416, for whom we have power of attorney.

We are in receipt of the notice of determination dated 10/15/2021, and we disagree. We wish to appeal further and respectfully request a re-determination or a hearing.

The claimant was hired on 7/1/21 as CTO. The claimant was a voluntary quit as of 9/16/21. The claimant refused to sign the employer's employment agreement, which is a condition of hiring. The claimant kept dragging it out and then decided he did not want to sign it and did not want to be an employee. The claimant advised the CEO, Shan Padda, at an onsite meeting in Las Vegas on 8/24/21 that he was resigning as an employee but wanted to stay on as a 1099 employee starting 9/17/21. This was contingent upon the claimant providing a proposal for the 1099 agreement, which he never did. The claimant's last day as an employee was 9/16/21. Continuing work was available had the claimant either signed the employment agreement or followed through with the 1099 agreement. Please see attached supporting documentation.

Please re-determine or process as a hearing request. If possible, please schedule the hearing by telephone. Thank you.

Respectfully,

Lynne Elmer, ext. 193
Team09@peoplesystems.com
Client Specialist

John Roberts

From: Marcus Turner
Sent: Thursday, September 2, 2021 2:58 PM
To: Shan Padda
Subject: Contract review ...

Hey Shan –

I know that you are in Chicago, so I was wondering if I could grab 15 minutes in the morning prior to your meetings. If not, next week is fine ... just reiterating that the employment agreement is tightly coupled with my termination resolution.

What I would like to discuss is the “path forward”.

As requested, I have reviewed the employment agreement and I just can’t get my head around it. (Comparing it to the document from the time, it’s MUCH better, but also very strong (FAANG strong).

As you know, I resigned on 8/24 but was (and continue to be) very interested in working out an interim solution to ensure that nothing gets dropped and the most important stuff gets moving again.

You asked if there was anything that can be done to change my mind and I was then (and still am) firm on that it’s best.

I love the idea you had (separation of roles), but a couple of things I wanted to discuss:

- I am leaving in 2022 (makes me sad, but it’s the decision I made after considerable consideration)
- I realize that I am forfeiting at least ¾ of the stock grant ... maybe all of it
- We need to address 1/1/2021-6/30/21 (you talked about paying me, I (at that time was focused on stock) ... just need a resolution that is fair).
- I am open to delayed payment 1099 or anything we can align on ... \$106k for 2022 just can’t fly (especially we know that I will be forfeiting the stock option)

Let me know when is a good time to discuss. I can be next week, but I don’t believe the current HMT employment agreement is something I can execute.

Thanks in advance,
..marcus..



Notice of Termination

Marcus Turner:

Dear Marcus,

Thank you for your commitment to Harvard MedTech (HMT) and all your efforts. Unfortunately, as we both agreed, the relationship was not working. When you were in Las Vegas on August 23rd, you resigned. We then mutually agreed to try to give it a second chance and reassess in 2 weeks. We then, again, both agreed it was not working and that we would therefore work toward ending your formal employment with HMT by 9/17/21 and explore transitioning to a 1099 relationship. Therefore, based on your initial resignation and mutual agreement, your employment with Harvard MedTech has ended effective 9/16/21.

I look forward to your thoughts on how to structure a 1099 relationship. Should your proposed structure be appropriate for the company, we would look forward to pursuing trying to come to agreement on that structure.

In the meantime, this will be processed as a typical voluntary employee termination triggering notification of continuation of coverage under COBRA and additional notifications from AdvanStaff. Also, we will prepare a list of all the equipment etc. you have that is the property of HMT and work with you on how to return that to HMT. We would also remind you that you are in possession of confidential information and documents that belong to HMT and ask you to return those. As a reminder, you signed an NDA and we expect you to honor the terms of that NDA. We reserve our rights to legally enforce those terms, should it be necessary.

If you have question about any of the above, please feel free to reach out directly to Duane Scholer to assist you with those matters.

Once again, I want to thank you for all efforts while you were with HMT. I look forward to receiving your proposal on a 1099 relationship.

Regards,

A handwritten signature in black ink, appearing to read "Shan Padda".

Shan Padda

Chief Executive Officer



SILVERADO
455 E PEBBLE RD
LAS VEGAS, NV 89123-9944
(800) 275-8777

09/17/2021 04:27 PM

Product	Qty	Unit Price	Price
PM Express 2-Day	1		\$26.35
Flat Rate Env			
Austin, TX 78738			
Flat Rate			
Signature Requested			
Scheduled Delivery Date			
Mon 09/20/2021 06:00 PM			
Money Back Guarantee			
Tracking #:			
EJ692751574US			
Insurance			\$0.00
Up to \$100.00 included			
Total			\$26.35

Grand Total: \$26.35

Credit Card Remitted \$26.35

Card Name: AMEX
Account #: XXXXXXXXXXXX4007
Approval #: 828409
Transaction #: 859
AID: A000000025010801 Chip
AL: AMERICAN EXPRESS
PIN: Not Required

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10/25/21, 8:27 AM

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*Email Proof of Delivery to up to three addresses

email123@mail.com

Add Another Email +**Request Email**

Tracking History

Feedback

September 20, 2021, 4:43 pm

Delivered, Front Desk/Reception/Mail Room

AUSTIN, TX 78738

Your item was delivered to the front desk, reception area, or mail room at 4:43 pm on September 20, 2021 in AUSTIN, TX 78738. The item was signed for by M TURNER.

September 20, 2021, 10:29 am

Out for Delivery

AUSTIN, TX 78738

September 20, 2021, 10:18 am

Arrived at Post Office

AUSTIN, TX 78734

September 20, 2021, 12:22 am

Arrived at USPS Regional Destination Facility

AUSTIN TX DISTRIBUTION CENTER

September 17, 2021, 7:29 pm

Arrived at USPS Regional Origin Facility

LAS VEGAS NV DISTRIBUTION CENTER

JoneSpross

TECHNOLOGY LAWYERS

1605 LAKECLIFF HILLS LN., SUITE 100
AUSTIN, TX 78732

October 1, 2021

shan@harvardmedtech.com

Shan Padda

Harvard MedTech of Nevada, LLC

6280 South Valley View Blvd., Suite 400

Las Vegas, NV 89118

Re: Marcus Turner v. Harvard MedTech of Nevada, LLC, et al.

Dear Mr. Padda:

This Firm represents Mr. Marcus Turner. Please find attached a draft petition we have prepared on his behalf against you and Harvard MedTech of Nevada, LLC regarding outstanding compensation and reimbursement of travel expenses owed to Mr. Turner in accordance with the terms of his Employment Agreement with you and MedTech of Nevada, LLC.

We are extending the courtesy of providing a copy of the Petition prior to filing in the event this dispute can be informally resolved. We look forward to a prompt response from you with an offer to provide full payment for all amounts due. You may contact me at jennifer.trillsch@jonecsspross.com for further discussion.

In the interim, Mr. Turner reserves all rights and remedies available to him under the law and in equity. Further, by way of this letter, Mr. Turner requests that you and any employees or agents acting on behalf of Harvard MedTech of Nevada, LLC, preserve all electronically stored information, copies and backup, along with any paper files that are relevant to this dispute, including but not limited to all written exchanges between Mr. Turner and you or any person employed by or otherwise performing services for Harvard MedTech of Nevada, LLC. This request extends to Harvard MedTech of Nevada, LLC's electronically stored information as well as electronically stored information contained in your personal accounts.

If you would like to discuss informal resolution of this matter prior to our filing the petition, please email me before close of business on October 7, 2021. If I do not hear from you by that time, we will proceed with litigation.

Sincerely,



Jennifer Brown Trillsch

Jennifer.trillsch@jonecsspross.com

JBT/nlm

Encl.